Financial Statements

Consolidated income statement for the year ended 31 December 2013¹

		2013		2012	
		T-4-1	Continuing	Discontinued	T-4-1
		Total £m	operations £m	operations £m	Total £m
				žIII	žiii
Interest income		10,008 (3,047)	10,214 (3,695)	460 (75)	10,674 (3,770)
Net interest income		6,961	6,519	385	6,904
Fee income		4,723	4,522	533	5,055
Fee expense		(1,387)	(1,213)	(61)	(1,274)
Net fee income		3,336	3,309	472	3,781
Trading income excluding net interest income		1,694	645	247	892
Net interest income on trading activities		679	942	-	942
Net trading income	•	2,373	1,587	247	1,834
Net income from financial instruments designated at fair		000	110		110
value		900	118	- 1	118
Dividend income		100 18	335 15	1	336 16
Net earned insurance premiums		2,022	2,286	_	2,286
Other operating income		158	129	3	132
Total operating income		15,868	14,298	1,109	15,407
Net insurance claims incurred and movement in liabilities to					
policyholders	. 5	(3,028)	(2,919)		(2,919)
Net operating income before loan impairment charges and other credit risk provisions		12,840	11,379	1,109	12,488
Loan impairment charges and other credit risk provisions	. 6	(971)	(1,246)	1	(1,245)
Net operating income		11,869	10,133	1,110	11,243
Employee compensation and benefits	. 7	(3,838)	(4,353)	(436)	(4,789)
General and administrative expenses		(4,195)	(4,626)	(280)	(4,906)
Depreciation and impairment of property, plant and					
equipment		(331)	(353)	(13)	(366)
Amortisation and impairment of intangible assets	. 21	(211)	(174)	(1)	(175)
Total operating expenses	·	(8,575)	(9,506)	(730)	(10,236)
Operating profit	•	3,294	627	380	1,007
Share of (loss)/profit in associates and joint ventures			(3)		(3)
Profit before tax		3,294	624	380	1,004
Tax credit/(expense)	. 10	(754)	220	(64)	156
Profit for the year before gain on disposal of discontinued operations	. <u> </u>	2,540	844	316	1,160
Gain on sale of discontinued operations		<u> </u>		1,265	1,265
Profit for the year		2,540	844	1,581	2,425
-				·	
Profit attributable to shareholders of the parent company		2,495	803	1,581	2,384
Profit attributable to non-controlling interests		45	41	_	41

In November 2012, the group sold HSBC Private Banking Holdings (Suisse) SA to HSBC Holdings plc. The ownership of HSBC Private Bank (UK) Limited remains within the group. The comparative numbers in the income statement and the statement of comprehensive income has been presented to show the discontinued operation separately from continuing operations.

Consolidated statement of comprehensive income for the year ended 31 December 2013

	2013			
_	Total	Continuing operations	Discontinued operations	Total
	£m	£m	£m	£m
Profit for the year	2,540	844	1,581	2,425
Other comprehensive income				
Items that will be reclassified subsequently to profit or				
loss when specific conditions are met				
Available-for-sale investments				
- fair value gains	420	2,378	136	2,514
 fair value losses/(gains) transferred to the income 				
statement on disposal	223	(342)	89	(253)
 amounts transferred to the income statement in respect 				
of impairment losses	115	444	1	445
- income taxes	2	(88)	(29)	(117)
Cash flow hedges	47	217		222
- fair value gains	46	217	6	223
fair value (gains) transferred to the income statement income taxes	(423) 109	(181)	(12)	(193)
Exchange differences and other	39	(7) (224)	(1,486)	(7) (1,710)
Exchange differences and other	39	(224)	(1,480)	(1,710)
Items that will not be reclassified subsequently to profit or loss				
Actuarial (losses)/gains on defined benefit plans				
- before income taxes	(957)	89	8	97
- income taxes	251	1	(2)	(1)
Other comprehensive income for the year, net of tax	(175)	2,287	(1,289)	998
Total comprehensive income for the year	2,365	3,131	292	3,423
Total comprehensive income for the year attributable to:				
- shareholders of the parent company	2,319	3,098	292	3,390
- non-controlling interests	46	33	_	33
	2,365	3,131	292	3,423

Consolidated statement of financial position at 31 December 2013

		2013	2012
	Notes	£m	£m
ASSETS			
Cash and balances at central banks		67,584	51,613
Items in the course of collection from other banks		1,948	1,961
Trading assets	. 15	134,097	161,516
Financial assets designated at fair value	. 16	16,661	15,387
Derivatives		137,239	177,808
Loans and advances to banks	. 32	53,228	32,286
Loans and advances to customers	. 32	305,032	282,685
Financial investments	. 18	75,030	71,265
Other assets	24	6,621	6,366
Current tax assets		210	200
Prepayments and accrued income		2,584	2.584
Interests in associates and joint ventures		67	67
Goodwill and intangible assets		7,934	7.826
Property, plant and equipment		2,004	2,024
Deferred tax assets		222	274
Retirement benefit assets		1,234	1,619
Notificial total disease	,	1,20 .	1,017
Total assets	_	811,695	815,481
LIABILITIES AND EQUITY	_		
BEBETTES AND EQUIT			
Liabilities			
Deposits by banks	. 32	50,683	39,571
Customer accounts	. 32	390,017	324,886
Items in the course of transmission to other banks		960	1,017
Trading liabilities	. 25	91,842	122,896
Financial liabilities designated at fair value	. 26	34,036	32,918
Derivatives	. 17	137,352	181,095
Debt securities in issue	. 32	32,895	40,358
Other liabilities	. 27	5,850	6,846
Current tax liabilities		89	122
Liabilities under insurance contracts issued		19,228	17,913
Accruals and deferred income		2,990	3,250
Provisions		1,707	1,641
Deferred tax liabilities		24	99
Retirement benefit liabilities		318	319
Subordinated liabilities		10.785	10,350
Total liabilities	-	778,776	783,281
	_	,	•
Equity			
Called up share capital	. 37	797	797
Share premium account		20,427	20,025
Other reserves		921	394
Retained earnings	·	10,225	10,459
Total aguity attailustable to shougholders of the mount commons.		22 270	21 675
Total equity attributable to shareholders of the parent company		32,370	31,675
Non-controlling interests	· _	549	525
Total equity	<u> </u>	32,919	32,200
Total equity and liabilities	<u> </u>	811,695	815,481

The accompanying notes on pages 103 to 215 and the audited sections of the 'Report of the Directors: Risk' on pages 25 to 76 and the 'Report of the Directors: Capital Management' on pages 77 to 82 form an integral part of these financial statements.

A P S Simoes, Director

24 February 2014

Consolidated cash flow statement for the year ended 31 December 2013

	Notes	2013 £m	2012 £m
Cash flows from operating activities			
Profit before tax		3,294	1,004
Adjustments for:			
- non-cash items included in profit before tax	. 38	2,684	3,988
- change in operating assets		(53,006)	(34,029)
- change in operating liabilities		61,035	23,887
- elimination of exchange differences ¹		(623)	4,162
- net gain from investing activities		(130)	(344)
- share of loss in associates and joint ventures		(202)	3
- contributions paid to defined benefit plans		(393)	(197)
– tax paid	· -	(363)	(171)
Net cash generated from/(used in) operating activities	· <u>-</u>	12,498	(1,697)
Cook flows from investing estimities			
Cash flows from investing activities Purchase of financial investments		(32,298)	(47,431)
Proceeds from the sale and maturity of financial investments		32,472	54,772
Purchase of property, plant and equipment		(322)	(347)
Proceeds from the sale of property, plant and equipment		14	30
Purchase of goodwill and intangible assets		(199)	(229)
Proceeds from the sale of intangible assets		3	3
Net cash outflow from acquisition of businesses and subsidiaries		(406)	_
Proceeds from disposal of subsidiaries		12	51
Net cash disposed of on sale of subsidiaries		_	(10,008)
Purchases of HSBC Holdings plc shares to satisfy share-based payment transactions	· <u>-</u>		(3)
Net cash used in investing activities	. <u>-</u>	(724)	(3,162)
Carlo flavor from francisco addidi			
Cash flows from financing activities Issue of ordinary share capital		402	_
Subordinated liabilities issued		542	473
Subordinated liabilities repaid		(7)	(350)
Net cash outflow from increase in stake of subsidiaries		_	(2)
Dividends paid to shareholders	•	(2,014)	(2,821)
Dividends paid to non-controlling interests	· <u>-</u>	(22)	(20)
Net cash used in financing activities	. <u> </u>	(1,099)	(2,720)
Net increase/(decrease) in cash and cash equivalents		10,675	(7,579)
Cash and cash equivalents at 1 January		98,158	108,440
Effect of exchange rate changes on cash and cash equivalents		(64)	(2,703)
Cash and cash equivalents at 31 December	38	108,769	98,158

¹ Adjustment to bring changes between opening and closing balance sheet amounts to average rates. This is not done on a line-by-line basis, as details cannot be determined without unreasonable expense.

HSBC BANK PLC

Consolidated statement of changes in equity for the year ended 31 December 2013

	2013								
			_	0	ther reserves				
	Called up Share capital £m	Share premium £m	Retained earnings £m	Available- for-sale fair value reserve £m	Cash flow hedging reserve ³ £m	Foreign exchange reserve £m	Total share- holders' equity £m	Non- controlling interests £m	Total equity £m
At 1 January	797	20,025	10,459	(131)	259	266	31,675	525	32,200
Profit for the year	_	_	2,495	_	_	-	2,495	45	2,540
Other comprehensive income (net of tax) Available-for-sale investments Cash flow hedges Actuarial gains/(losses) on defined benefit plans Exchange differences and other	- - - - -	- - - - -	(707) - - (707) -	765 765 - - - -	(268) - (268) 	34 - - - - 34	(176) 765 (268) (707) 34	1 (5) - 1 5	(175) 760 (268) (706) 39
Total comprehensive income for the year			1,788	765	(268)	34	2,319	46	2,365
Share capital issued, net of costs ¹ Dividends to shareholders Net impact of equity-settled share-based payments ² Change in business combinations and other movements Tax on items taken directly to equity - current	- - - -	402 - - - -	(2,014) 4 (11) (1)	- - - -	- - (4)	- - - -	402 (2,014) 4 (15) (1)	(22) - - -	402 (2,036) 4 (15) (1)
At 31 December	797	20,427	10,225	634	(13)	300	32,370	549	32,919

- 1 All new capital subscribed during the year was issued to HSBC Holdings plc. See Note 37 for further details.
- 2 Includes deferred tax of £ (8) million.
- 3 Movements in the cash flow hedging reserve include amounts transferred to the income statement of £423 million comprising a £232 million loss taken to 'Net interest income' and a £191 million loss taken to 'Net trading income'.

		2012							
				C	Other reserves	_			
	Called up Share capital £m	Share premium £m	Retained earnings £m	Available- for-sale fair value reserve £m	Cash flow hedging reserve ³ £m	Foreign exchange reserve £m	Total share- holders' equity £m	Non- controlling interests £m	Total equity £m
At 1 January	797	20,025	10,805	(2,793)	236	2,020	31,090	514	31,604
Profit for the year	_	_	2,384	_	_	_	2,384	41	2,425
Other comprehensive income (net of tax)		_	101	2,578	23	(1,696)	1,006	(8)	998
Available-for-sale investments	-	-	_	2,578	-	-	2,578	11	2,589
Cash flow hedges	-	-	_	_	23	-	23	-	23
Actuarial gains/(losses) on defined benefit plans	-	-	101	-	-	-	101	(5)	96
Exchange differences and other	-	_	_		_	(1,696)	(1,696)	(14)	(1,710)
Total comprehensive income for the year			2,485	2,578	23	(1696)	3,390	33	3,423
Dividends to shareholders	_	_	(2,821)	_	_	_	(2,821)	(20)	(2,841)
Net impact of equity-settled share-based payments ¹	_	_	14	_	_	_	14	_	14
Disposal of subsidiaries ²	_	_	(26)	84	_	(58)	_	(2)	(2)
Tax on items taken directly to equity - current			2				2		2
At 31 December	797	20,025	10,459	(131)	259	266	31,675–	525	32,200

- Includes deferred tax of £18 million.
- Relates to the sale of HSBC Private Banking Holdings (Suisse) SA. See Note 41 for further details.
- Movements in the cash flow hedging reserve include amounts transferred to the income statement of £193 million comprising a £211 million loss taken to 'Net interest income' and a £18 million loss taken to 'Net trading income'.

HSBC Bank plc statement of financial position at 31 December 2013

	Notes	2013 £m	2012 £m
	woies	žIII	£III
ASSETS		<0.00<	45.050
Cash and balances at central banks		60,996	45,262
Items in the course of collection from other banks		1,374	1,213
Trading assets		101,287	137,999
Financial assets designated at fair value		3,983	4,373
Derivatives		112,623	140,340
Loans and advances to banks		41,566	17,207
Loans and advances to customers	32	240,180	225,567
Financial investments	18	45,048	36,603
Other assets	24	4,558	4,688
Current tax assets		424	168
Prepayments and accrued income		1,185	1,174
Interests in associates and joint ventures	20	62	62
Investments in subsidiary undertakings	23	11,206	11,031
Goodwill and intangible assets	21	891	879
Property, plant and equipment		1,224	1.241
Deferred tax assets		88	204
Retirement benefit assets		1,234	1,619
Total assets	_	627,929	629,630
1044 45505	_	021,525	027,030
LIABILITIES AND EQUITY			
Liabilities			
Deposits by banks		52,514	30,129
Customer accounts		312,080	256,341
Items in the course of transmission to other banks		422	334
Trading liabilities	25	62,414	104,946
Financial liabilities designated at fair value	26	22,006	23,513
Derivatives	17	114,710	143,921
Debt securities in issue	32	19,576	24,970
Other liabilities	27	3,827	5,248
Current tax liabilities		142	30
Accruals and deferred income		1,724	1,758
Provisions	29	1,271	1.250
Deferred tax liabilities		2	2
Retirement benefit liabilities		144	153
Subordinated liabilities		9,903	9,968
	_	600,735	602,563
Total liabilities	_	000,733	002,303
Equity			
Called up share capital	37	797	797
Share premium account		20,427	20.025
Other reserves		(372)	(343)
Retained earnings		6,342	6,588
	_	27,194	27,067
Total equity	_		
Total equity and liabilities	_	627,929	629,630

The accompanying notes on pages 103 to 215 and the audited sections of the 'Report of the Directors: Risk' on pages 25 to 76 and the 'Report of the Directors: Capital Management' on pages 77 to 82 form an integral part of these financial statements.

A P S Simoes, Director 24 February 2014

HSBC Bank plc cash flow statement for the year ended 31 December 2013

	Notes	2013 £m	2012 £m
Cash flows from operating activities Profit before tax		2,913	2,132
Adjustments for:			
- non-cash items included in profit before tax	38	2,008	3,752
- change in operating assets	38	(52,222)	(20,023)
- change in operating liabilities		67,495	19,029
– elimination of exchange differences ¹		1,407	(464)
- net gain from investing activities		(117)	(317)
- contributions paid to defined benefit plans		(387)	(150)
- tax (paid)/received	_	(169)	251
Net cash generated from operating activities	_	20,928	4,210
Cash flows from investing activities			
Purchase of financial investments		(28,472)	(26,873)
Proceeds from the sale and maturity of financial investments		19,488	31,641
Purchase of property, plant and equipment		(227)	(175)
Proceeds from the sale of property, plant and equipment		3	10
Purchase of goodwill and intangible assets		(184)	(202)
Net cash outflow from acquisition of businesses and subsidiaries		(406)	(707)
Proceeds from disposal and liquidation of businesses		447	
Net cash (used in)/generated from investing activities		(9,351)	3,694
Cash flows from financing activities			
Issue of ordinary share capital		402	_
Subordinated liabilities issued		542	350
Subordinated liabilities repaid		(542)	(350)
Net cash outflow from increase in stake of subsidiaries		(207)	(2)
Dividends paid to shareholders	_	(2,011)	(2,816)
Net cash used in financing activities	_	(1,816)	(2,818)
Net increase in cash and cash equivalents		9,761	5,086
Cash and cash equivalents at 1 January		78,661	75,356
Effect of exchange rate changes on cash and cash equivalents		(405)	(1,781)
Cash and cash equivalents at 31 December	38	88,017	78,661

¹ Adjustment to bring changes between opening and closing balance sheet amounts to average rates. This is not done on a line-by-line basis, as details cannot be determined without unreasonable expense.

HSBC Bank plc statement of changes in equity for the year ended 31 December 2013

					Other reserves			_	
	Called up share capital £m	Share premium £m	Other equity instruments £m	Retained earnings £m	Available- for-sale fair value reserve £m	Cash flow hedging reserve ³ £m	Foreign exchange reserve £m	Total equity £m	
At 1 January	797	20,025	_	6,588	(377)	167	(133)	27,067	
Profit for the year	_	_	_	2,485	-	-	_	2,485	
Other comprehensive income (net of tax)	_	_	_	(709)	62	(175)	86	(736)	
Available-for-sale investments	_	-	_	-	62	_	-	62	
Cash flow hedges	-	_	-	_	-	(175)	-	(175)	
Actuarial gains on defined benefit plans	-	_	-	(709)	-	-	-	(709)	
Exchange differences and other			_	_			86	86	
Total comprehensive income for the year		_		1,776	62	(175)	86	1,749	
Share capital issued, net of costs ¹	_	402	_	_	_	_	_	402	
Dividends to shareholders	_	_	_	(2,011)	_	_	_	(2,011)	
Net impact of equity-settled share-based payments ²	_	_	_	(3)	_	_	_	(3)	
Change in business combinations and other movements	_	_	_	(8)	(2)	_	-	(10)	
Tax on items taken directly to equity - current	_	_	_	_	-	_	-	-	
At 31 December	797	20,427		6,342	(317)	(8)	(47)	27,194	

¹ All new capital subscribed during the year was issued to HSBC Holdings plc. See Note 37 for further details.

² Includes deferred tax of $\pounds(9)$ million.

³ Movements in the cash flow hedging reserve includes amounts transferred to the income statement of £317 million comprising a £181million loss taken to 'Net interest income' and a £131million loss taken to 'Net trading income'.

	2012								
					Other reserves			,	
	Called up share capital £m	Share premium £m	Other equity instruments £m	Retained earnings £m	Available- for-sale fair value reserve £m	Cash flow hedging reserve ² £m	Foreign exchange reserve £m	Total equity £m	
At 1 January	797	20,025	_	5,454	(457)	138	(21)	25,936	
Profit for the year	_	-	_	3,751	-	-	-	3,751	
Other comprehensive income (net of tax)	_	_	_	136	80	29	(112)	133	
Available-for-sale investments	-	_	_	_	80	-	1	80	
Cash flow hedges	-	_	_	_	-	29	_	29	
Actuarial gains on defined benefit plans		_	-	136	-	-	_	136	
Exchange differences and other	_	_	_	_	_	_	(112)	(112)	
Total comprehensive income for the year				3,887	80	29	(112)	3,884	
Dividends to shareholders	_	_	_	(2,816)	_	_	_	(2,816)	
Net impact of equity-settled share-based payments ¹		_	_	60	_	_	_	60	
Other	_	_	_	3	-	_	_	3	
Tax on items taken directly to equity - current									
At 31 December	797	20,025	_	6,588	(377)	167	(133)	27,067	

Includes deferred tax of £18 million.

Movements in the cash flow hedging reserve include an amount transferred to the income statement of £189 million loss taken to 'Net interest income'